

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
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DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)  
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Debtors. : (Jointly Administered)  
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AGREEMENT AND STIPULATION OF ENRIQUE BUJIDOS, ADALBERTO CAÑADAS CASTILLO, AND FERNANDO GÓMEZ MARTÍN RELATING TO SEPARATION PLAN AND DASE FUNDING MOTION, AND ON JURISDICTION OF THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK

Enrique Bujidos, Adalberto Cañadas Castillo, and Fernando Gómez Martín, acting in their capacity as duly appointed receivers (Administradores Concursales) for the Concurso estate of Delphi Automotive Systems España S.L. ("DASE") (collectively, the "DASE Receivers") respectfully submit this Agreement and Stipulation Of Enrique Bujidos, Adalberto Cañadas Castillo, And Fernando Gómez Martín Relating To Separation Plan And DASE Funding Motion, And On Jurisdiction Of The United States Bankruptcy Court For The Southern District of New York and agree and state as follows:

On October 8, 2005, the Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.. On March 20, 2007 DASE, a Spanish non-Debtor affiliate and wholly-owned subsidiary of Delphi Automotive Systems (Holding), Inc. ("DASHI"), filed a "Concurso" application for a Spanish insolvency proceeding, and on April 13, 2007 the Spanish

Mercantile Judge (the "Concurso Court") declared DASE to be in voluntary Concurso and appointed Enrique Bujidos, Adalberto Cañadas Castillo, and Fernando Gómez Martín as the DASE Receivers.

The DASE Receivers, according to Spanish Law, are auxiliaries of the Concurso Court. Their legal role is to, among other things, (i) address the legal interests of DASE employees, suppliers and other creditors; (ii) prepare a report for the Concurso Court setting forth the assets and liabilities of DASE; (iii) supervise and approve expenditures of funds by DASE during Concurso; and (iv) give an opinion to the Concurso Court on DASE's plan of reorganization in Concurso.

On July 4, 2007, DASE, the DASE Receivers, and the Cadiz workers councils, assemblies and unions, based on the efforts of the Concurso Court, reached a settlement on a social plan for a separation allowance of approximately 45 days of salary per year of service to each DASE employee (the "Separation Plan"). In order to meet its obligations under the Separation Plan, DASE requires €120 million from its sole shareholder, DASHI, to fund the Separation Plan. In addition, DASE estimates that it will require up to €10 million in additional funds from DASHI to pay supplier and other non-labor related claims against DASE.


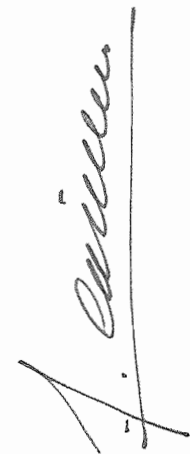
In accordance with the terms of the Separation Plan, the DASE Receivers acknowledge that, upon (i) approval of a social plan and collective layoff procedure (an "ERE") by the Concurso Court and its completion by DASE, (ii) approval of DASE's plan of reorganization (Convenio de Acreedores), such plan providing for payment of no less than 66% (2/3%) of creditors' pre-Concurso claims within three years, by the requisite number of DASE creditors and by the Concurso Court and its completion by DASE (in which case the liquidation phase of the Concurso process would not be commenced), and (iii) payment of all Concurso

claims and expenses, then, according to art. 163 of the Concurso Act, no action to investigate and pursue potential Concurso liabilities ("Pieza de Calificacion") may be commenced by the DASE Receivers or third parties against DASHI, Delphi, any other Delphi affiliates, or any of their directors or officers, resulting in the release of such parties from any liability related to or arising out of the termination of the existing labor agreements or DASE's Concurso application (according to art. 163 et seq of the Concurso Act, other than Pieza de Calificacion, neither the DASE Receivers nor any third party may bring an action for insolvency-related liability against DASHI, Delphi, Delphi affiliates or their directors or officers). The DASE Receivers cannot currently quantify the amounts necessary to cover the above conditions.

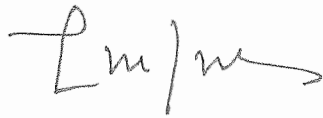
On July 9, 2007 Debtors filed an Expedited Motion For Order Under 11 U.S.C. §§ 363, 1107, and 1108 Authorizing Delphi Automotive Systems (Holding), Inc. To Provide Funds To Delphi Automotive Systems España S.L. ("DASE Funding Motion") (Docket No. 8501) seeking an order that authorizes, but does not direct, DASHI to provide funds to or on behalf of DASE in amounts up to: (1) €120 million for purposes of funding the Separation Plan and (2) €10 million for purposes of funding the payment of outstanding claims of DASE's suppliers and non-labor creditors. In the Separation Plan, the DASE Receivers agreed to use their best efforts to support the DASE Funding Motion.

Accordingly, in support of and for purposes of the DASE Funding Motion, the DASE Receivers submit to the jurisdiction of the United States Bankruptcy Court for the Southern District of New York and agree to abide by and comply all orders and judgments of the United States Bankruptcy Court for the Southern District of New York in connection with any matters over which relate to or arise out of the Separation Plan and the DASE Funding Motion and related order; provided, however, that the DASE Receivers do not submit to such jurisdiction

if to do so would be contrary to the exclusive jurisdiction of the Concurso Court, or contrary to  
any order of the Concurso Court relating to the actions of the DASE Receivers.

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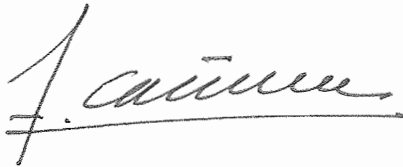
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/s/

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Enrique Bujidos  
RECEIVER FOR DELPHI AUTOMOTIVE  
SYSTEMS ESPANA S.L.



/s/

Adalberto Cañadas Castillo  
RECEIVER FOR DELPHI AUTOMOTIVE  
SYSTEMS ESPANA S.L.



/s/

Fernando Gómez Martín  
RECEIVER FOR DELPHI AUTOMOTIVE  
SYSTEMS ESPANA S.L.